

WES ALLEN
SECRETARY OF STATE

ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, Wes Allen, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

as appears on file and of record in this office, the pages hereto attached, contain a true, accurate and literal copy of the Certificate of Merger merging Ascentium Capital LLC, a Delaware entity, with and into Regions Bank, an Alabama domestic corporation, as the surviving entity, as received and filed in the Office of the Secretary of State of Alabama on March 27, 2023.

In Testimony Whereof, I have hereunto set my hand
and affixed the Great Seal of the State, at the Capitol,
in the City of Montgomery, on this day.

March 28, 2023

Date

Wes Allen

Wes Allen

Secretary of State



Exhibit
A

STATE OF ALABAMA

CERTIFICATE OF MERGER

PURPOSE: In order to merge one or more entities - foreign or domestic - (merging entities which will cease to exist as an entity in Alabama) into another entity - domestic or foreign - the entities must deliver to the Office of the Alabama Secretary of State a Certificate of Merger pursuant to Section 10A-1-8.01 et seq. Code of Alabama 1975.

INSTRUCTIONS: Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:

(Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103)

*Include a check, money order, or credit card payment for the \$100.00 processing fee.

*The request is only accepted via mail or courier and will not be accepted via email.

*Your filing will not be indexed if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).

This form must be typed and will not be accepted via email.

(Information on the merging entity (this is the entity which will cease to exist/terminating entity):

1. The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

Ascentium Capital LLC

2. Alabama Entity ID Number (Format: 000-000-000): **TO OBTAIN ID NUMBER,** go to our website at www.sos.alabama.gov, click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. This step is strongly recommended.

3. Mailing address of the principal office of the merging entity: 23970 Highway 59 North, Kingwood, Texas 77339

4. Jurisdiction of the governing statute of the merging entity:

The entity was formed in _____ county, Alabama on ____ / ____ / ____ (MM/DD/YYYY).

OR

The foreign entity is not currently registered to do business in Alabama:

The public office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

Delaware Division of Corporations, 401 Federal Street, Suite 4, Dover, DE 19901

☐ Additional merging entities attached – must provide same information as above.

(For SOS Use Only)

This form was prepared by: (type name and full address)

Benjamin J.C. Nuyens
Sullivan & Cromwell LLP
125 Broad Street,
New York, NY 10004-2498

RECEIVED DATE

MAR 27 2023

SECRETARY OF STATE
OF ALABAMA

Alabama
Sec. Of State

Merger
003-589
Date 3/27/2023
Time 15:30
230327 3 Pg

File \$100.00
County \$.00

Total \$100.00
07/017

CERTIFICATE OF MERGER

(Information on the surviving entity (this is the entity which will continue to exist):)

5. The name of the entity as formed/registered in Alabama (if not registered, the legal name in the jurisdiction of formation/authority):

Regions Bank

6. Alabama Entity ID Number (Format: 000-000-000): **TO OBTAIN ID NUMBER,** go to our website at www.sos.alabama.gov, click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. This step is strongly recommended

7. Mailing address of the principal office of the surviving entity: 1900 Fifth Avenue North, Birmingham, Alabama, 3520

8. Jurisdiction of the governing statute of the surviving entity:

The entity was formed in Jefferson County county, Alabama on 04 / 02 / 1957 (MM/DD/YYYY).

OR

- ☒ The surviving entity is an Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.
- ☐ The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

**Required for entities formed outside of Alabama or
Domestic Entities Not Registered with the Alabama Secretary of State:**

The public office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

9. The effective date of the merger shall be: 03/31/2023 at 11:59 PM EDT (MM/DD/YYYY - date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90th day after the date the instrument was signed). **The index of the Alabama Secretary of State will not reflect a date prior to the date received/filed by that office.**
10. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.
11. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.
12. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.

CERTIFICATE OF MERGER

13. A copy of the Plan of Merger is on file at a place of business of the surviving entity which is (street address):

1900 Fifth Avenue North, Birmingham, Alabama, 3520

14. Amendments to surviving entity's formation documents (name changes may require a name reservation):

N/A

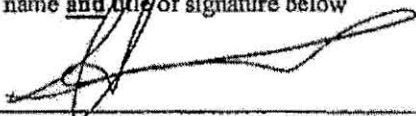
15. **Foreign Entity requirement - surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

☐ Copies of any other documents which are consistent with Section 10A of the Code of Alabama 1975, have been attached. (May include Plan of Merger, additional signature pages as attachments, etc.)

3/24/2023
Date

Heman Traversone, Senior Vice President of Ascentium Capital LLC

Typed name and title of signature below

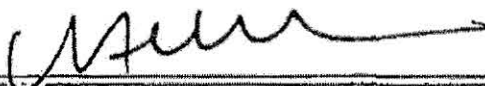


(Signature of person authorized to sign per 10A-1-4.01)

3 / 24 / 2023
Date

Nikki Stephenson, Executive Vice President of Regions Bank

Typed name and title of signature below



(Signature of person authorized to sign per 10A-1-4.01)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ASCENTUM CAPITAL LLC", A DELAWARE LIMITED LIABILITY
COMPANY,

WITH AND INTO "REGIONS BANK" UNDER THE NAME OF "REGIONS
BANK", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF ALABAMA, AS RECEIVED AND FILED IN THIS OFFICE ON
THE THIRTIETH DAY OF MARCH, A.D. 2023, AT 3:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
MARCH, A.D. 2023 AT 11:59 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

4983807 8100M
SR# 20231228253

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203048859
Date: 03-31-23

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:09 PM 03/30/2023
FILED 03:10 PM 03/30/2023
SR 20231228253 - File Number 4983807

STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is Regions Bank
_____, a Foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is Alabama.

Third: The name of the Limited Liability Company being merged into the Corporation is
Ascentium Capital LLC, a Delaware Limited
Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by
each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is Regions Bank
_____.

Sixth: The merger is to become effective on 11:59 PM EDT, March 31, 2023.

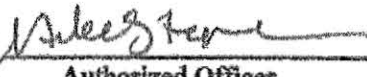
Seventh: An agreement of merger or consolidation is on file at a place of business of the
surviving foreign Corporation and the address thereof is 1900 Fifth Avenue
North, Birmingham, Alabama, 35203.

Eighth: A copy of the agreement of merger or consolidation will be furnished by the
surviving foreign corporation, on request and without cost, to any member of any
domestic limited liability company or any person holding an interest in any other
business entity which is to merge or consolidate.

Ninth: The surviving foreign Corporation agrees that it may be served with process in the
State of Delaware in any action, suit or proceeding for the enforcement of any obligation
of any domestic limited liability company which is to merge or consolidate, irrevocably
appointing the Secretary of State as its agent to accept service of process in any such
action, suit or proceeding and the address to which a copy of such process shall be mailed
to by the Secretary of State is

1900 Fifth Avenue North, Birmingham, Alabama 35203

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be
signed by its authorized officer, this 23 day of March, A.D., 2023.

By: 
Authorized Officer

Name: Nikki Stephenson
Print or type